

Draft Minutes of AFRINIC Annual General Members' Meeting

Date: Friday 18 September 2020 at 10:35 AM UTC via Online Conferencing System

Present: Dr Christian D Bope Chairperson
Mr Eddy Kayihura Chief Executive Officer
AFRINIC Board of Directors - See **Annex A**
AFRINIC Resource Members - See **Annex B**
AFRINIC Associate Members - See **Annex C**
Auditor - BDO represented by Mrs Salimah Nubee
Company Secretary - Executive Services Limited represented by Mrs Fabiola Olivier
Mr Ashok Radhakisson - Legal Counsel

AGENDA

1. Welcome and Agenda Review
2. Approval of last AGMM minutes dated 20 June 2019 held in Kampala, Uganda
3. Board Activity Update
4. Activities Update
5. Financial Update
 - 5.1. 2019 Audited Report
 - 5.1.1. Presentation of audited Financial Statement
 - 5.1.2 Adoption of Financial Statement and Audit Report
 - 5.2 Appointment of Auditor for 2020
 - 5.3 Presentation of 2020 Budget

6. Nomination Committee 2020 Report

6. Election Committee 2020 Report

8. Election results

9. Amendments to AFRINIC Bylaws - Special Resolution SR
SR1 to SR28

10. Closing Remarks and end AGMM

BUSINESS OF THE DAY

1. Welcome and Agenda Review

The Chairperson, Dr Christian D Bope, welcomed all attendees and opened the AFRINIC Annual General Members Meeting at 10:35 AM UTC.

Quorum:

For the purposes of Article 12.10 of the Bylaws, a roll call was carried by the Legal Counsel and the quorum was determined as follows:

Four (4) Directors elected to represent a region:

Dr Christian D. Bope – Central Africa
Mr Subramanian Moonesamy – Indian Ocean
Dr Adewale Adedokun – Western Africa
Prof Habib Youssef - Northern Africa

One (1) Director elected on a non-regional:

Mr Serge Ilunga - Non - Regional

Five Resource Members:

Mark Elkins - Posix Systems
Arnaud Amelina – Resource Member
Ben Maddisson – Work Online Communications
Vivien Assangbe Wotto - Resource Member
Malcom Siegel - Resource Member

Agenda review:

The Chief Executive Officer (CEO) informed that he intends to make 2 motions with a view to amend the current agenda and he was invited to make his motions.

Motion #1: .

*"Having regard to AFRINIC's recent experience in the management of the whole voting process in respect of the PDP Co-Chairs and NRO NC elections held on 16th September 2020, I move that the voting for the vacancies in respect of the Board and Governance Committee elections as well as the Special Resolutions Nos. 1 to 28 that started since 5th September 2020 be closed at **11.30 hours UTC today, 18th Sept 2020**, so as to allow sufficient time for all elections results to be tallied and verified."*

The motion was seconded by Mark Elkins (Posix Systems) without any objection. Motion passed.

Motion #2:

"Having regard to the number of Special Resolutions in connection with the existing item #6 of the AGMM 2020 Agenda, I move that the current Agenda, as styled, be amended as follows:

- (i) To delete the existing sub-item #6.1 and thereafter to re-style the remaining of item #6 as **new item #9**;*
- (ii) The existing item #7 to be restyled as **new item #6**;*
- (iii) To delete the existing sub-items #8.1, 8.2 and 8.3 respectively, and thereafter to amend the remaining of item #8 so that it is purely and simply be read as **"Election results"**;*
- (iv) To add a **new item #7** to be read as **"Election Committee 2020 Report"**."*

The motion was seconded by Fiona Asonga (Tespok Kenya) without any objection. Motion passed.

Thereafter, the Agenda was amended and the proceedings continued accordingly. Seconded by Mark Elkins (Posix Systems)

2. Approval of last AGMM minutes dated 20 June 2019 held in Kampala, Uganda.

The Chairman invited a motion to adopt the minutes of the AGMM that took place in Kampala, Uganda.

A motion was made by Eddy Kahiyura and seconded by Janvier Ngoulaye (CAMIX)

At this stage, Mr Subramanian Moonesamy (Director) raised a 'point of order' to the effect that the CEO could not be the mover to the motion for approving the minutes of the AGMM

held on 20 June 2019 in Kampala, Uganda in as much as the latter was not present during the said meeting.

Upon the advice of the Legal Counsel, the Chairman sustained the aforesaid point of order and invited another member to make the necessary motion to approve the minutes in question. This time, the motion for approving the minutes of the last AGMM was made by Mr. Subramanian Moonesamy (Director) and seconded by Prof Habib Youssef without any objection.

The minutes of the AGMM held on 20 June 2019 in Kampala, Uganda were therefore approved without amendment.

3. Board Activity Update

The Chairperson made a presentation on the Board's activity for the year under review. The presentation is available at <https://afrinic.net/ast/pdf/agmm/2020/d2-board-activities-update-2019.pdf>

4. Activities Update

The Chief Executive Officer Eddy Kayihura, made a presentation on the AFRINIC Activities Update. The presentation is available at <https://afrinic.net/ast/pdf/agmm/2020/d3-afrinic-ceo-activities-update-2019.pdf>

5. Financial Update

5.1. 2019 Audited Report

5.1.1. Presentation of audited Financial Statement

The Chairperson of the Audit Committee, presented a report on the audited financial statements, an overview of the Audit Committee, and the financial positions of the company.

The report is available at <https://afrinic.net/ast/pdf/agmm/2020/d4-summary-audited-report-2019.pdf>

5.1.2 Adoption of Financial Statement and Audit Report

The Chairperson called for the adoption of the audited Financial Statements and audit report for the financial year ended 31 December 2019.

The motion was proposed by Oluwaseun Ojedeji and seconded by Noah Maina (Seacom) without any objection.

The motion to adopt the audited Financial Statement for the year ended 31 December 2019 was passed accordingly.

5.2 Appointment of Auditor

The Chairperson informed that there is a recommendation from the Board of Directors to re-appoint BDO as the external auditor for the latter to hold office from the conclusion of the meeting until the conclusion of the next annual meeting.

Ben Madisson (Work Online Communications) made a motion to that effect which was seconded by Fiona Asonga (Tespok).

In the absence of any objection thereto, BDO was consequently appointed to hold office from the conclusion of the meeting until the conclusion of the next annual meeting.

5.3 Presentation of 2020 Budget

The Chairperson of the Finance Committee presented the budget for the financial year ending 31 December 2020. The presentation is available at

<https://afrinic.net/ast/pdf/agmm/2020/d6-afrinic-budget-2020.pdf>

6. Nomination Committee 2020 Report

The Chairperson of the Nomination Committee made a presentation on the processes that were followed for the nominations of the 2020 elections.

<https://afrinic.net/ast/pdf/agmm/2020/d8-nomcom2020-report.pdf>

7. Election Committee 2020 Report

The Chairperson of the Election Committee made a presentation of the steps and procedures followed for the purposes of the current 2020 virtual election in respect of the open Board seats and Governance Committee seat.

8. Election results

The electronic e-voting platform was closed at 11:30 UTC in the presence of the following observers:

Mark Elkins
Jean-Robert Hountonomey
Barrack Otieno
Lucky Masilela

Sanjaya Sanjaya

Thereafter, the Chairperson of the Nomination Committee announced the results as follows:

For Board's seats:

Seat 4 (Central Africa) - Serge Kabwika Ilunga, to serve a three-year term
Seat 6 (Eastern Africa) - Abdalla Omari, to serve a two-year term.
Seat 3 (Indian Ocean) - Subramanian Moonesamy, to serve a three-year term
Seat 8 (Non-Regional) - Benjamin Eshun, to serve a three-year term.

For Governance Committee's seat:

Ali Hussein to serve a three-year term starting January 2021.

9. Amendments to AFRINIC Bylaws - Special Resolution SR SR1 to SR28

The Vice-Chairperson gave an overview of the steps that the Governance Committee undertook to review the Bylaws and the outcomes of 28 Special Resolutions to amend AFRINIC Bylaws. The proposed Special Resolutions are available at <https://afrinic.net/ast/pdf/agmm/2020/d7-special-resolutions-amendments-bylaws.pdf>

After discussions, the Chairperson of the Election Committee was invited to present the results of the votes on the 28 Special Resolutions. The results were announced as follows:

Passed: SRs, 1,2,3,5,7,8,11,13,14,16, 22, 24, 27 & 28

Not Passed: SRs 4,6,9,10, 12, 15, 17, 18, 19, 20, 21 23, 25 & 26.

10. Closing Remarks and end AGMM

In the absence of any other business, the Chairman thanked all participants and invited a to close the proceedings of the AGMM at 13:15 UTC.

The motion to close the meeting was made by Trevor de Beer , and seconded by Geoffrey Karegeya (RICTA) .

The meeting therefore ended at 14:54 UTC.

ANNEX A

Attendance List of Registered Members / Board Members

Dr Adewale Adedokun

Dr Christian D. Bope

Eddy Kayihura

Prof Habib Youssef

Serge K. Ilunga

Subramanian Moonesamy

Oluwaseun S. Ojedeji

Vika W. Mpisane

Me Ashok Radhakisson - Legal Counsel

ANNEX B

Attendance List of Resources Members

Abdalla Omari

Abdirahman Abdi

Adenle Adeoti

Adeola Alain Patrick Aina

Adewole Ajao

Adoum Azeddine

Ahmed Benhalim

Aka Manouan Honore

Alessandro Amirante

Alex Sanon

Alfred Kumah

Ali Hadji Mmadi

Alpha Abdoulaye

Aminu Ibrahim

Angus Hay

Arnaud A. A. Amelina

Azeeddine Mahmoudi

Azmi Lahmar

Baboucarr M. Saho

Badru Ntege

Bashir Mudeheri

Batemyetto Javan

Batio Thera

Ben Maddison

Berard Ndove

Bill Sangiwa

Boubakar Barry

Brian Muita

Brynn Burnett

C C L Sibanda

Charles Kiilur

Chris van der Merwe

Christia Wollner

Claudio Gonçalves

Colin Bastiene

Constanza Martinez

Damiao Tomas

David Anderson

David Venter

Desmond Onoriose

Dozie Obilor

Eddy Lareine

Edith Udeagu

Emmanuel Kweku Eshun

Emmanuel RUK

Emmanuel Rukengwa

Eric Attou

Eric Sengonzi

Erick Kiboi

Eustache Safari

Ezekiel Bando

Ezekiel Okoe

Faith Nasiru

Felix Ndayirukiye

Fiona Asonga

Francis Kangethe

Franck Bertaud

Francois Steyn

Frank Habicht

Frank Kagoma

Gaspar Asumu

Geoffrey Karegeya

Georges Abi Khalil

Graeme Eddey

Guepsi Guy

Heng Lu

Hervé Clement

Isatou Jah

Jacqui Misland

James Julius

Janvier Ngnoulaye

Jean-Robert Hountomey

John Ngwoke

Kanyimbu Mutombo Augustin

Karabo Sedumedi

Katrina Frankish

Kelvin Bwalya

Khoudia Gueye
Kishna Dhondee
Kouame Philippe
Len Lotz
Lukman Folarin
Malcolm Siegel
Marianne du Plessis
Mark Elkins
Mark Ntow
Mehdi Kettani
Miguel Angel Ntugu Obono
Mohamed Traore
Mohammed Ahmed
Moustapha Kane
Nick Raper
Nii Narku Quaynor
Nkonze Masuha
Noah Maina Mukhangu
Nodumo Dhlamini
Noubaissem Radjitan
Nshimiye Zahabu
Olaotan Edegbami

Otieno Barrack

Owoseni Victor

P Y Njie

Paolo Saviano

Patrice Menda

Paul Dayang

Peter Peele

Pierre Claver Bakoroba Traore

Ravelomanantsoa Harinaina

Raz Biramah

Riaan Venter

Rodrigue Saoungoumi

Romulo Fernandes

Roshan Halkhoree

Sabrina Lenz

Saifeldeen Obeidi

Saloum Jimbara

Samson Yerima

Samuel Paul Mugabi

Samuel Tawiah Djorbua

Sanjaya

Saul Stein

Silvio Cabral Almada

Sirshem Moodley

Tagang Jaze Emmanuel

Tedros Ghirmay

Tespok Tespok

Tobia Castaldi

Trevor de Beer

Tseliso Mokela

Vivien Assangbe Wotto

Wajdi Garali

William Martey Akita

Yapoga Jean-Marie Nicaise

Yaye Kimba

Youssouf Diarra

Yves Gatete

Zakaria Yartaoui

ANNEX B

Attendance List - Associate Members

Adiel A. Akplogan

Mark Elkins